

HE-MAN #7 "Lessons"
Written by Larry Ditillio
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ACT ONE

FADE IN:

EXT. - PANORAMA - ROYAL PALACE OF ETERNIA - MORNING

The last spot damaged by Skeletor is being rebuilt. Battle Tanks act as Earthmovers, Battle Hawks airlift in supplies. Floater Crews move about. MASTERS work beside GUARDS and CIVILIANS.

FULL - A GUARD, TWO CIVILIANS and MAN-E-FACES(MONSTER FACE)
RAISE a fallen stone pillar into place.

MAN-E-FACES, GUARD, CIVILIANS
(together)
Heeeave!!!

TIGHT - On top of a wall overlooking the pillar is RAM MAN.

WIDE - He JUMPS OFF the wall, head first. Follow as he DROPS and IMPACTS the Pillar, setting it in place like a human pile driver.

CLOSE - RAM-MAN - His eyes cross briefly, as he remarks:

MAN-E-FACES - Man-E-Faces spins his head to Human Face.

PALACE BALCONY OVERLOOKING THE CONSTRUCTION - KING RANDOR
and QUEEN MARLENA look proudly down at the workers.

RANDOR
At this rate, the last wall will be re-built by sundown.

MARLENA
We should be very proud of Eternia today.

TIGHT - She puts her arm around The King. He smiles, nods, puts his arm around her.
PULL BACK as a DoomSeeker RISES up nearby, turns its lens towards them. CUT TO:

INT. - SNAKE MOUNTAIN - THRONE ROOM

TIGHT - RANDOR AND MARLENA - Same image as above on a Wall.

PULL BACK to show TRI-KLOPS is PROJECTING the image on the wall thru a hovering Doomseeker. EVIL-LYN is watching it like a movie.

EVIL-LYN(VO)

Yuck! I'm going to be sick.

TRI-KLOPS

I'll check another Doomseeker.

TRI-KLOPS hits a control pad on his wrist. The image on the wall becomes a shot of MAN-AT-ARMS talking to a TANK COMMANDER. MATCH CUT TO:

EXT. ROYAL PALACE

As Man-at-Arms talks to the TANK COMMANDER, in the BG is a row of BATTLE TANKS and riders and BEHIND them, another Doomseeker discretely hovers.

MAN-AT-ARMS

We'll need more earth to shore up the pillars.

The Commander NODS, moves OS, as ORKO floats in.

ORKO

Man-At-Arms, Man-at-Arms --

MAN-AT-ARMS

I'm very busy Orko.

He tries to get past Orko. Orko ZIPS back and forth in his path.

MAN-AT-ARMS

(angry)

Alright, what is it?

ORKO

I want to help too. I'm very handy you know.

Several HANDS POP out of his hat on waldoes, ready to help.

MAN-AT-ARMS

Then please go help the King plan tonight's celebration.
This is no place for a jester.

Man-at Arms moves OS. The HANDS retract. Orko scans the area.

ORKO

Jester huh! I'll show him. There's got to be something - - Ah perfect!

POV - ORKO - Man-E-Faces (Monster Face), Stratos, Buzz Off and Ram-Man TRY to lift a huge fallen statue of an Elder.

MAN-E-FACES, RAM-MAN, STRATOS, BUZZ-OFF
(strained grunts)

TIGHT - ORKO - He whips up a spell, hands out toward the statue.

ORKO

Statue of stone/hear my plea/lighter now/ thy bulk shall BE!!!

MAGICAL EFX play around his fingers and SHOOT OS.

ON THE STATUE - The Magic EFX strike it. It GLOWS softly!

ANOTHER ANGLE - The 4 Masters push at the Statue.

RAM-MAN

Duh hey, it's moving.

WIDEN - They push hard as the statue RISES like a giant balloon. Caught off-balance, they fall forward.

MAN-E-FACES, RAM-MAN, STRATOS, BUZZ-OFF
(ad-lib OOFS, UHS)

ON ORKO - He reacts, wagging his fingers frantically.

ORKO

Yipes! Made it too light!

MAGICAL GREEN ROPES snake upward from his fingers.

VERY WIDE - The glowing statue floats lazily skyward. A WORKER on a Battle Hawk and several FLOATER CREWMEMBERS swerve to avoid it!

ON MAN AT ARMS - He hears the shouts, turns, looks; explodes!

MAN-AT-ARMS

What in the name of -- !!!

ON THE STATUE - which is now about 5 meters up. Orko's magic ropes snake around it, slowing it slightly.

ON ORKO - Man-at-Arms rushes into frame.

MAN-AT-ARMS

Oh, Orko, stop it, NOW!

ORKO

I, I can't, I've got --

MAN-AT-ARMS

I said STOP!!!!

Man-At-Arms GRABS his arms. The MAGICAL ROPES cease. Orko continues to LOOK up. Man-at-Arms LOOKS where Orko is looking, his eyes widen!!!

ON THE STATUE - All the EFX on it, cease. It hangs for an instant, PLUMMETS downward.

ON MAN-AT-ARMS, ORKO - They both flee, as Man-at-Arms hollers:

MAN-AT-ARMS

Run!!!!

VERY WIDE - Workers run in all directions as the huge statue CRASHES to the ground(no one is under it!). It teeters a moment, then falls right toward an upright line of other STATUES. It HITS one that HITS another, then another etc., until the whole line of statues has been toppled (but not broken).

OTS - ORKO. He looks toward the MESS, lowers his head ashamed.

He TURNS, FLOATS AWAY from the Palace. CUT TO:

INT. - SNAKE MOUNTAIN - THRONE ROOM

WIDE - Tri-Klops PROJECTS an image of the destruction on the Wall. Evil-Lyn, BEASTMAN and TRAPJAW enjoy the show. LAUGHS, CACKLES, SNORTS overlap the following dialogue.

EVIL-LYN

Play it again Tri-Klops.

TRAPJAW

Who would have thought that jerky little pest of a jester
could take down a wall faster than Skele –

OTS TRAPJAW ET. AL. - Trapjaw shuts his trap as a large familiar SHADOW falls
across the image from behind them.

REVERSE ANGLE to reveal SKELETOR! His eyes GLOW HOTLY. In one hand he
carries an ancient scroll, in the other his Havoc Staff.

WIDER - The Evil Warriors part as their Master steps in, looks at the image. A beat and
a grim CHUCKLE comes from him.

SKELETOR

Amusing. Perhaps I should recruit the jester for my Legions
of Evil?

He turns, they instinctively step back, Beastman into a wall.

SKELETOR(CON'T.)

He at least is DOING something!

EVIL-LYN, BEASTMAN, TRAPJAW, TRI-KLOPS

(overlap excuses)

I was, Uh, Sorry, But this --

Skeletor makes a SLASHING motion across his throat. Silence.

SKELETOR

Tri-Klops - out!

Tri-Klops stops the movie, bows his way out. Skeletor crosses to a table; SNAPS the
scroll out on it. The others join him. CUT TO:

EXT. A HILL OVERLOOKING THE ROYAL PALACE

Orko floats above a rock, looking down at the Palace.

A HAND HOLDING A LANTERN POPS out of Orko's hat.

Orko zips off into the horizon.

CUT TO:

INT. - SNAKE MOUNTAIN - THRONE ROOM

Skeletor and crew HOVER over the scroll. There's a map on it, next to glyph-like writing.

SKELETOR

Once I have Grayskull's secrets, Eternia will be mine.

INSERT - THE MAP - Skeletor puts his finger on a spot in the center of this map and it GLOWS.

SKELETOR(CON'T., VO)

And the key to it is here in the ancient ruins of Zalesia. The Ram Stone!

ANOTHER ANGLE - Skeletor looks to his minions for praise. Beastman and TrapJaw are clueless.

EVIL-LYN

It's an ancient artifact. They say it can pierce any barrier, man-made or mystical. I thought it was just a legend.

SKELETOR

You thought wrong. It's there and with it even He-Man can't stop me. And you're going to get it.

EVIL-LYN

If you want it so badly, get it yourself!

Beastman and TrapJaw step away as Skeletor moves closer to Evil-Lyn, Havoc Staff in hand, speaks VEEEEERY slowly.

SKELETOR

What did you say?

TWO-SHOT - Evil-Lyn stands her ground but is shaking, as Skeletor's face moves very close to hers. Evil-Lyn talks fast.

EVIL-LYN

Uh, they say, the Stone's guarded by an ancient wizard called The Faceless One. I doubt my magic could defeat him. Yours however -



SKELETOR

You have a point. But with Beastman and Trapjaw's help
I'm sure you'll prevail.

BACK TO FULL - Evil-Lyn frowns at this news. Beastman is happy.

BEASTMAN

I'll crush this magical bag of bones for you Skeletor.

SKELETOR

That's what I like - enthusiasm! Now go! I want the Ram
Stone in my hand before dusk!

Skeletor fixes Evil-Lyn with a glance. She glares at Skeletor a moment, then bows, turns,
goes OS. Beastman and TrapJaw FOLLOW. Skeletor watches them go, CHUCKLING
softly. WIPE TO:

EXT. OPPOSITE CASTLE GRAYSKULL - MID-AFTERNOON

The Orko-sized WHIRLWIND spirals into frame at the edge of the Abyss. It STOPS,
TRANSFORMS to Orko. He still spins slowly, head one way, body the other. HANDS
from his hat POP out to stop him.

ORKO

Phew, I made it.

Orko looks toward Grayskull. The atmosphere is very spooky, distant sounds of
thunder, flashes of light, eerie music etc.

ORKO

Sorceress it's me, Orko. I, I have to talk to you. Sorceress!
Please!

Orko hangs his head sadly, turns away. THEN he HEARS A SFX: HUGE CREAK AND
TURNS.

ON THE DRAWBRIDGE - The Bridge CREAKS open, FALLS forward!

ORKO - He looks toward the LOOMING Mouth of Grayskull, gathers up his courage,
FLOATS toward it. CUT TO:

EXT. SANDS OF FIRE - MID-AFTERNOON

3 TERRORDACTYLS SOAR into frame, ridden by Evil-Lyn, Beastman and TrapJaw.

A GOGGLE-SHAPED MASK SUPERIMPS over the villains. There is a computer display flashing read-outs on the Mask. It comes from:

MEKANEK - His neck is telescoped up above a sand dune. He looks OS. MEKANEK lowers his neck and activates a communicator.

MEKANEK
MekaneK to Man-At-Arms -

EXT. ROYAL PALACE - MID-AFTERNOON

Man-At-Arms checks out the work site from the seat of the Windraider, piloted by PRINCE ADAM. Cowering in the back is Cringer. The Windraider makes slow circles round the Palace.

MAN-AT-ARMS
Despite Orko's "help" we should -

MEKANEK (VO)
(on com-link)
MekaneK to Man-At-Arms -- Come in Man-at-Arms!

Man-at-Arms activates his communicator. Adam listens eagerly.

MAN-AT-ARMS
Yes MekaneK?

MEKANEK(VO)
I've got 3 of Skeletor's thugs on the fly in the Sands of Fire.
They're headed for the Zalesian ruins.

MAN-AT-ARMS
Hold your position and report any further movement. I'll intercept.

MEKANEK(VO)
Right! MekaneK OUT!

Man-at-Arms looks to the Prince.

MAN-AT-ARMS
He-Man might be needed.

PRINCE ADAM
Sands of Fire, here we come -



WIDEN - Adam kicks the Windraider into high gear, Cringer digs deeper into the back seat, tail stiff, as the Windraider soars away. CUT TO:

INT. - GREAT CORRIDOR - CASTLE GRAYSKULL

Orko floats down a Cyclopean corridor with strange buttresses reaching across the ceiling in mystical succession. Now and then, a PHANTOM swoops thru the air.

Eerie LAUGHTER echoes from above. Orko looks up, hurries to the end of the corridor where there's a hole leading into darkness.

ORKO
Sorceress??? Are you in there?

More LAUGHTER, EERIE WHISPERS, MORE PHANTOMS. Orko is spooked and rushes thru the hole.

INT. ENTRY CHAMBER (ILLUSION) - GRAYSKULL (SEE SET LIST)

Orko floats in; GAPES. The Chamber is a massive dome, with numerous identical archways lining the walls.

ORKO
Better go back the way I -

But when he turns around, there is no hole, only another archway. Uncertain what to do, he calls out, rather softly.

ORKO
Sorceress?

Orko covers his ears as SFX:LOUD ECHOES OF "SORCERESS" RESOUND and FADE. TRAVEL WITH Orko as he FLOATS around the room, checking the passageways. One emits SFX: Eerie, demon sounds, another weird light EFX, another has ghostly beckoning shapes. Orko STOPS at a normal, torch-lit passage.

INT. THE "THINGIE" PASSAGEWAY - (SEE SET LIST)

Orko travels a little way down the passage. Suddenly the TORCHES GO OUT, plunging the passage into darkness.

ORKO(VO)
Yipe! Sorceress?

A HAND POPS out of Orko's hat, holding a candle. It illuminates only a small circle around Orko but makes him feel better until he HEARS OS SFX: a weird SQUAWK. He looks:

POV- ORKO - He sees three yellow eyes glowing in the darkness up the corridor. They are attached to a squid-like THINGIE floating in the corridor (we see only a shadowy shape here).

With a LOUDER SQUAWK, the eyes begin rushing toward Orko.

ON ORKO - He quickly FLOATS back the way he came, hollering his lungs out! Behind him comes the Thingie.

ORKO
Sorceress! Help, Hellllp!!!!

FADE OUT:

END ACT ONE

ACT TWO

FADE IN:

INT. - ENTRY CHAMBER (ILLUSION)

TIGHT - Orko FLOATS out of the archway; rushes forward. FOLLOW:

ORKO
Sorceress Help, Help, help, it's after me, it's - OOOF!

He runs right into THE SORCERESS who appears before him. He is knocked backward and down in a shower of Magical EFX. She smiles.

THE SORCERESS
Something wrong Orko?

CLOSE - ORKO - He speaks rapidly as he floats to normal height.

ORKO
There was this, this thingie and it, it, huh?

WIDEN - He reacts as room SHIMMERS and becomes ENTRY CHAMBER (NORMAL),(SEE SET LIST). She explains.

THE SORCERESS

An illusion, meant to confound invaders. Now, what can I do for you?

Orko, head slightly bowed, gingerly makes his request.

ORKO

I was uh hoping that you could uh, send me back to Trolla.

THE SORCERESS

But why?

ORKO

In Trolla I was a powerful sorcerer. They called me Orko the Great. Here I'm nothing but a useless jester.

THE SORCERESS

Very well. I will send you home. But the spell will take time.

She directs him to an archway.

THE SORCERESS(CON'T.)

You may wait in the library until it's ready.

PULL IN ON HIM as he looks down the archway.

ORKO

Sure, nothing like a good book to -

He looks back and she is gone. Orko looks all around. Orko shrugs, heads through the archway.

INT. - LIBRARY PASSAGEWAY - GRAYSKULL (SEE SET LIST)

Orko floats thru a corridor filled with magical wonders, to a curtained archway, FLOATS through it, disappearing into:

INT. - GRAND LIBRARY OF GRAYSKULL (SEE SET LIST)

It's a stunning sight. Orko floats in and stops, astounded.

ORKO

Wow, I've never seen so many books.

THE STRANGER(OS)

Oh, It is impressive, isn't it?

THE STRANGER (SEE CAST LIST) - He steps in. Orko is bit afraid.

ORKO

Wh-who are you?

THE STRANGER

A guest, just like you Orko.

ORKO

You know me?

THE STRANGER

Oh my, yes. You're quite prominent in the Book of Yesterdays. Come --

The Stranger crosses to a huge tome on a lectern. Orko joins him as he OPENS the book.

THE STRANGER

In these pages are all the important events in Eternian history, big and small.

OTS - ORKO, THE STRANGER - They see a page of text in a mystic language and small pictures. Focus on one that shows the TAR SWAMP, with a VORTEX hanging in mid-air.

ORKO (VO)

Hey I remember this. It was when I first came to Eternia.

The page SWIRLS, becomes a MAGIC WINDOW on the past. We SEE:

EXT. - TAR SWAMP - DAY (SEE SET LIST)

As in the picture above, then ORKO comes shooting out of the Vortex; UPSIDE DOWN. He floats in place as the Vortex DISAPPEARS.

ORKO

YOWWWW!!!

Orko composes himself, scans the area.

ORKO

What kind of world is this? It's all upside down!



ADAM - AGE 11(OS)
Help, someone please help me!

ORKO
Somebody's in trouble!

TRAVEL with Orko as turns over, rushes to help. He floats past creepy swamp terrain, then stops and reacts as he sees:

ADAM (AGE 11), BABY CRINGER - ADAM Age 11 and a BABY CRINGER (the size of a small puppy) are stuck in tar up to Adam's waist and SINKING. Cringer is in Adam's arms MEWING pitifully.

ADAM - AGE 11
Help!

Orko FLOATS quickly to Adam; tries to PULL him out by his collar, but he is stuck too fast.

ORKO
You're stuck too tight. I better -

SWAMP HOPPERS(OS)
(Hissing Growls)

WIDEN as Adam, Cringer and Orko all look. THREE SWAMP HOPPERS come slowly at them from 3 sides. Jaws GAPE toward them.

ADAM - AGE 11
Swamp Hoppers!

Cringer MEWS with terror. Orko assesses the situation.

ORKO
Be brave, little uh, whatever you are. My magic will save you.

FOLLOW as Orko Floats quickly away, turns, takes a MEDALLION from inside his garment.

WIDE - YOUNG ADAM, BABY CRINGER, SWAMP HOPPERS - The Monsters draw close. Above them are LARGE SWAMP TREES.

ADAM - AGE 11
Hurry, hurry, please ---



ON ORKO - He holds the medallion above his head with both hands and speaks with an authority we haven't heard before.

Magical EFX EXPLODE from the Medallion.

WIDE - ADAM, CRINGER, SWAMP HOPPERS - The EFX BATHES the trees. Branches become leafy fingers, PULLING Adam and Cringer upward.

ADAM - AGE 11
AAAAAAAAAAAAHHHH!!!

ANOTHER ANGLE - Hopper Fangs close on empty air just inches from the heels of their victim.

WIDE - The Trees lift Adam, Cringer skyward as the Hoppers HISS angrily below. Orko directs the trees with his medallion.

CLOSE - ORKO - He draws the Medallion back and commands:

ON THE TREES - The leafy fingers awkwardly BEND towards Orko. The Magical EFX start to CRACKLE, as if the spell was misfiring. The branches WHIP around, tossing Adam and Cringer, back and forth above the snapping swamp Hoppers.

ON ORKO - He gives it his all. EFX crackle wildly around him.

WIDE - The tree branches HURL Adam and Cringer at Orko.

ON ORKO - Focused on his spell, he does not see Adam and Cringer HURTLE into FRAME and collide with him, smashing him OS.

A SWAMP TREE - Orko, Adam and Cringer FLY into a tree on a small islet. The Medallion flies from Orko's fingers.

FOLLOW the Medallion in SLO-MO as it flies end over end into the Swamp. A Swamp Hopper CATCHES and SWALLOWS it, DIVES beneath the bubbling tar. The scene suddenly SWIRLS. CUT BACK TO:

INT. - GRAYSKULL LIBRARY

TIGHT - THE BOOK OF YESTERDAYS - The Page goes back to normal. The picture we see is the one we began with.

THE STRANGER(VO)

You were certainly of use that day.

TWO SHOT - ORKO, THE STRANGER - They look into the book.

ORKO

I had my Wand then. My magic doesn't work so well without it.

CLOSE - The Stranger frowns to himself, then speaks slyly.

THE STRANGER

So I guess there's no use reading further?

TWO SHOT - ORKO, THE STRANGER - Orko is surprised and intrigued.

ORKO

You mean there's more?

The Stranger smiles, NODS, flips pages as Orko looks on.

SPINNING SWORD
TRANSITION

EXT. THE RUINS OF ZALESIA (SEE SET LIST)

AERIAL SHOT - BINOCULAR MASK - 3 Terrordactyls sit on the outskirts.

ON WINDRAIDER - Prince Adam PILOTS, Man-At-Arms SCANS with binoculars.

Adam heads the WINDRAIDER down. FOLLOW as it comes to a landing a few meters from the Terrordactyls. CUT TO:

EXT. IN THE RUINS OF ZALESIA

Beastman and TrapJaw push futilely at a huge block of stone.

BEASTMAN, TRAPJAW
(grunts of effort)

ON EVIL-LYN - She runs her hand along the side of the stone block, examining it until she seems to find what she's looking for. She holds a MYSTIC JEWEL up to the spot, looks through it.

POV - THRU THE JEWEL - We see a single spiffy RUNE appear on the stone block.

BACK TO EVIL-LYN - She stands back from the block. The rune is not there. She makes a mystical hand gesture and whispers:

EVIL-LYN
Tarrock Vilantra!

The RUNE appears on the block, GLOWING with energy.

WIDE - Beastman and Trapjaw JUMP BACK startled as the block moves with a SFX: RASP OF STONE. It SLIDES back just enough to REVEAL a STAIRCASE leading down. Evil-Lyn joins them.

EVIL-LYN
Well, what are you waiting for?

They step onto the staircase and descend. CUT TO:

INT. - TEMPLE OF THE RAM STONE (SEE SET LIST FOR DETAILS)

Beastman and TrapJaw appear in the entrance, look toward the altar on which THE RAM STONE (SEE PROP LIST) sits.

TRAPJAW
Looks like this will be easier than we figured. C'mon!

They exit OS. Evil-Lyn steps in. She raises her Staff, WHISPERS:

EVIL-LYN
Demons of night/cloak me in shadow/hide me from sight.

A cloud of DARK EFX rises up around her, TRANSFORMING her into a SHADOW. This shadow GLIDES forward along the floor.

WIDE - ON BEASTMAN, TRAPJAW - They are almost to the altar when there is a SFX: CLAP OF THUNDER, and a BURST of Magical EFX. They stop and THE FACELESS ONE is there, head bowed. (SEE CAST LIST)

THE FACELESS ONE(VO)
What do you seek here?

TRAPJAW
That Stone. And you're in our way!



TIGHT - THE FACELESS ONE - He raises his head. His face is a SWIRL of Magic EFX. He holds his palms up; they GLOW brightly!

WIDER - BEASTMAN, TRAPJAW, THE FACELESS ONE - The villains CHARGE him. As they close, a MYSTIC GLOBE appears around him. They hit it; a burst of MAGICAL EFX sends them FLYING.

A WALL - Beastman and TrapJaw fly into frame, SMASH into the wall and FALL to the ground, stunned.

BEHIND THE ALTAR - The shadow glides into place and TRANSFORMS back to Evil-Lyn. Her STAFF is held down, hidden by the altar.

EVIL-LYN

I see you've lost none of your power.

WIDEN to INCLUDE THE FACELESS ONE (IN THE GLOBE)- He turns toward her, arms crossed in defense. She smiles sweetly.

THE FACELESS ONE(VO)

(surprised)

YOU!? Still wasting your talent in the service of Skeletor, I see.

EVIL-LYN

Skeletor is power. Power I will share and one day take for my own.

THE FACELESS ONE(VO)

Whatever your vile ambitions, you will not have the Ram Stone.

TIGHT - EVIL-LYN - She smiles again, her voice is butter.

EVIL-LYN

I don't want it. But Skeletor does and I felt I should warn you. Not that you appreciate it.

TWO-SHOT - EVIL-LYN, THE FACELESS ONE - The MYSTIC GLOBE DISAPPEARS. The Faceless One NODS to her.

THE FACELESS ONE(VO)

Thank you. Now go!



Evil-Lyn bows her head LOW, then raises her Staff; FIRES a HUGE MYSTIC BOLT. It hits The Faceless One, HURLS him across the room.

ON EVIL-LYN - She looks toward her victim with a wry smile.

She takes the stone, moves off. WIPE TO:

EXT. IN THE RUINS OF ZALESIA

Man-At-Arms, Prince Adam and Cringer stalk the ruins.

PRINCE ADAM

They must be here somewhere.

They HEAR an OS RASPING OF STONE. Man-At-Arms gestures for silence, points. FOLLOW as he and Adam sneak to a vantage point where they SEE: Evil-Lyn, Beastman and TrapJaw by the Stone Block. Evil-Lyn carries The Ram Stone, as they move OS.

BACK TO ADAM, MAN-AT-ARMS - Man at Arms ACTIVATES his armor.

MAN-AT-ARMS

Let's take 'em!

Adam draws his sword; holds it up.

TRANSFORMATION SEQUENCE - Adam becomes He-Man.

He-Man POINTS the Sword OS; it FIRES the power.

TRANSFORMATION SEQUENCE - Cringer becomes BATTLECAT.

EVIL-LYN, BEASTMAN, TRAPJAW - They stop as they HEAR the OS ROAR. They turn, GAPE as He-Man, Battlecat and Man-At-Arms appear.

HE-MAN

You three on some kind of tour?

In an explosion of movement, TrapJaw turns his CLAW to a CANNON, FIRES, Beastman CHARGES Man-At-Arms and Evil-Lyn FLIPS upwards to avoid Battlecat's charge; LANDS atop a leaning column.



He-Man reflects TrapJaw's blast back at him, shattering his Cannon and knocking him on his butt.

Man-At-Arms sidesteps Beastman, SWEEPS and THROWS him. Beastman tumbles head over heels over a fallen pillar.

WIDE - BattleCat ROARS up at Evil-Lyn. She intones a spell.

EVIL-LYN

Desert winds/ at my command/ wrap this place/in clouds of sand!

MAGIC EFX CRACKLE around her fingers.

WIDE - He-Man moves in on TrapJaw, Beastman grapples with Man-at-Arms, BattleCat ROARS up at Evil-Lyn, as the sand at their feet, RISES UP into a BLINDING SANDSTORM that blots out our view of the combatants. SFX: COUGHS, HACKS from within the cloud.

ON EVIL-LYN - She does a spiffy FLIP off the column. FOLLOW as she LANDS just past the cloud of sand, moves OS thru the ruins.

CUT TO:

EXT. OUTSKIRTS OF THE RUINS OF ZALESIA

ON THE 3 TERRORDACTYLS - Evil-Lyn rushes in, jumps on one of the TerrorDactyls, starts the engine.

The Terrordactyl LIFTS off the ground.

INSERT - VEHICLE TARGETING DISPLAY - It shows the TerrorDactyl's guns locking in on the WINDRAIDER and the 2 Terrordactyls. CUT BACK TO:

EXT. INSIDE THE RUINS OF ZALESIA

The Sandstorm FADES, REVEALING He-Man wiping his eyes as BattleCat PUSHES UP thru a mound of Sand with a ROAR. He Man looks around.

HE-MAN

Evil-Lyn!

WIDEN - He-Man rushes to BattleCat, Leaps into the saddle.



BattleCat LEAPS away with a ROAR.

ON BEASTMAN, TRAPJAW - They dig their way out of sand they HEAR OS, SFX: THREE BIG EXPLOSIONS. They look up and see Evil-Lyn on a TerrorDactyl SOAR over and AWAY from them.

TRAPJAW

She's running out on us!

TrapJaw heads for the hills, Beastman follows.

CUT TO:

EXT. - OUTSKIRTS OF THE RUINS

The WINDRAIDER and the 2 Terrordactyls are burning wrecks. He-Man and BattleCat LEAP into Frame. He-Man surveys the wreckage.

They TURN as they HEAR OVER.

MAN-AT-ARMS(OS)

We've got trouble!

WIDEN as Man-At-Arms rushes into frame, speaks breathless!

MAN-AT-ARMS (CON'T.)

Skeletor's warriors stole a powerful artifact and he's going to use it to invade Grayskull.

He-Man LEAPS into BattleCat's saddle.

HE-MAN

We better get moving!

MAN-AT-ARMS

I'd only slow you down. Go on ahead, I'll call for backup.

WIDE - BattleCat, REARS, ROARS, LEAPS away. FADE OUT

END ACT TWO

ACT THREE

FADE IN:

INT. CASTLE GRAYSKULL LIBRARY

TIGHT - Orko and The Stranger peer into The Book of Yesterdays. The Stranger turns a page.

THE STRANGER

Behold...

THRU THE MAGIC WINDOW ON THE NEXT PAGE- We SEE a glum King Randor and Queen Marlena half-heartedly watching Orko perform a magic trick. A CURTAIN floats in mid-air next to Orko. As he looks OS

TIGHT - ORKO, THE FLOATING CURTAIN - No assistant. Orko

FLOATS OS, returns in a beat, dragging ADAM

Orko SHOVES HIM behind the curtain; turns back to the King.

Randor waves him to get on with it, the Queen leans in, they whisper to each other as we hear OVER:

ORKO(CON'T., VO)

Ziggle zaggle/zuggle zee/ show us royalest finery!

ON ORKO, THE CURTAIN - Magic EFX SPARKLE around the curtain.

ORKO

Behold the future king of Eternia!

Orko SWEEPS away the curtain to REVEAL ADAM, TRANSFORMED into a Giant Sunflower with his face, leafy arms and flowerpot feet.

ADAM

Orkooooooo!!!

ON KING RANDOR, QUEEN MARLENA - Dumbfounded! And then the King BURSTS into LAUGHTER and so does the Queen. The scene SWIRLS!

TIGHT - The Stranger smiles broadly but Orko is puzzled.

ORKO

What was so important about that? All I did was mess up again.

THE STRANGER

You gave the King and Queen the gift of laughter when they needed it most. Few gifts are as great.

ORKO

I never thought of it like that.

THE STRANGER

You always find a way to provide help when your friends really need it Orko and I find that --

There's a CLAP OF THUNDER. The room GLOWS with an ominous LIGHT.

THE STRANGER

Evil draws near.

The Stranger VANISHES in a burst of EFX. Orko panics a little.

ORKO

Hey, wait a minute!

ORKO - He FLOATS swiftly OS. We CUT TO:

EXT. TERRAIN NEAR CASTLE GRAYSKULL

WIDE - Skeletor, CLAWFUL, WHIPLASH, Tri-Klops on TERRORDACTYLS, LAND. They step off. Skeletor, LOOKS, SEES what he wants.

POV - SKELETOR - EVIL-LYN - She steps from behind a rock, holding the Ram Stone in her hands, a smug smile on her face.

WIDE - Skeletor joins her. She holds out the Stone, he takes it.

SKELETOR

You've done well.

Skeletor turns and holds the Ram Stone up for all to see.

WIDE - Havoc Staff in one hand, Ram Stone in the other, Skeletor leads them OS. Evil-Lyn lags behind. She raises her staff, whispers some words; TRANSFORMS to a SHADOW. CUT TO:

INT. ENTRY CHAMBER (NORMAL) - CASTLE GRAYSKULL

The Stranger APPEARS, TRANSFORMS into the Sorceress. She passes her hand over the MYSTIC POOL. Its waters ROIL with Magic EFX. PULL IN as the Pool shows Skeletor and his thugs (Not Evil-Lyn) heading up the slope toward Grayskull. We HEAR OVER:

ORKO(VO)

Sorceress! Sorceress!

ON THE SORCERESS - She looks up as Orko floats in.

ORKO(CON'T.)

What's going on?

She indicates the Pool, he looks, reacts!!!

ORKO

Skeletor!!!

EXT. - OPPOSITE CASTLE GRAYSKULL - ON SKELETOR

Skeletor and crew have reached the edge of the Abyss.

SKELETOR(CON'T.)

V, BA-TOK!

He RAISES the Stone, STOPS as he HEARS OVER:

HE-MAN(OS)

Why not just knock with that bone head of yours!

Skeletor and villains look UP, REACT as they SEE:

LONG - HE-MAN ASTRIDE BATTLECAT - They are on a cliff overlooking Skeletor's position. They LEAP from the cliff, right at us.

INT. CASTLE GRAYSKULL

ON THE MYSTIC POOL - ORKO, THE SORCERESS - He-Man and BattleCat LAND, thunder up the hill toward Skeletor.

ORKO
He-Man! We're saved!

EXT. OPPOSITE CASTLE GRAYSKULL

WIDE - Skeletor commands his troops.

SKELETOR
Ah-TRAH!

TRI-KLOPS FIRES an ICE BEAM from his eye, WHIPLASH rushes forward, CLAWFUL brandishes his Mace, moves in beside Whiplash.

ON HE-MAN, BATTLECAT - He-Man SMASHES Tri-Klops BEAM to one side, BattleCat LEAPS forward.

ON TRI-KLOPS, WHIPLASH, CLAWFUL - The reflected BEAM strikes Whiplash, FREEZES him solid as BattleCat LEAPS into Frame; bowls Tri-Klops over, pinning him. Clawful tries to move in.

ON HE-MAN - He JUMPS from the saddle. FOLLOW as he SOMERSAULTS over Whiplash and LANDS in front of CLAWFUL, Sword FLASHING!

WIDE - Clawful STRIKES. He-Man parries a rain of blows and leaps over him; and with a fancy twist of his sword sends Clawful's Mace flying.

ON BATTLECAT, TRI-KLOPS - Cat has Tri-Klops's arms pinned, snaps at his head. Tri-Klops SHIFTS his eye ring to a GAMMA BEAM.

He BLASTS BattleCat away from him with a GAMMA burst.

ON HE-MAN - He sees Battlecat go down.

HE-MAN
BattleCat!

ON TRI-KLOPS - He RISES just in time for He-Man to step in; tap him on the shoulder. He turns, GAPES, goes for his sword. He-Man GRABS him by the arm and SPINS him off his feet, RELEASES him like a discus.



ON THE TOP OF A LARGE TREE - Tri-Klops, still yelling, CRASHES into the TREE, winds up DRAPED over a branch.

ON BATTLECAT - BattleCat growls weakly, tries to raise his head, can't. He-Man steps in, pats him gently; strokes his fur.

HE-MAN
Rest easy Cat. I'll finish this!

He turns, looks upwards, his eyes narrow dangerously!

ON SKELETOR - He Raises the Ram-Stone with both hands.

SKELETOR
This Stone can deal with any barrier. And you've always been a barrier to me! VIR, BA-TOK – Ah-Trah...

The RAM STONE springs to life, incredible MAGICAL EFX crackling over it, building.
INTERCUT:

INT. ENTRY CHAMBER - CASTLE GRAYSKULL

CLOSE - THE SORCERESS - The Sorceress cries out as she looks into the Mystic Pool.

THE SORCERESS
He-Man NO! You must not challenge the power of the Stone!

EXT. OPPOSITE CASTLE GRAYSKULL

WIDEN - He-Man is almost to Skeletor when:

HE MAN
Ahh...

A huge, elongated Rams head of energy FIRES from the STONE.

ON HE-MAN - He braces, shields himself with the sword, but it HITS him hard!
FOLLOW as HE-MAN flies OS. INTERCUT:

INT. - CASTLE GRAYSKULL - ENTRY CHAMBER

ON THE MYSTIC POOL - Orko and the Sorceress are aghast as they see He-Man CRASH on rocky ground, body smoking. His sword bounces from his hand and he TRANSFORMS TO Prince Adam.



THE SORCERESS

I must help He-Man. He's our only hope. But you'll have to distract Skeletor.

ORKO

Me? No way! I can't. I - I

He looks at the Sorceress's worried face and speaks confidently.

ORKO(CON'T.)

I'll find a way.

The Sorceress smiles, DISAPPEARS in a puff of smoke. Orko looks around, trying to come up with an idea, as we CUT TO:

EXT. - OPPOSITE CASTLE GRAYSKULL - ON SKELETOR

Skeletor raises the Ram Stone toward the gates of Grayskull.

SKELETOR

And now for the prize. VIR, BA-TOK AH-TRAH!

VERY WIDE - The RAM STONE FIRES again. The Rams' Head EFX BLAST into the DRAWBRIDGE, but does NOT destroy it. The energy is drawn into the Bridge. It turns a fiery red color, FALLS OPEN.

ON SKELETOR - The Drawbridge SLAMS down before him. He picks up his Havoc Staff, steps onto the bridge. CUT TO:

EXT. - ROCKY TERRAIN - PRINCE ADAM

A WHITE LIGHT bathes Adam as Zoar flutters into frame, HOVERS.

THE SORCERESS

Prince Adam, you must awaken and invoke the Power.

Adam's eyes flutter open, he moves a bit; pain crosses his face.

INT. CASTLE ENTRY CHAMBER - ORKO

ON THE MYSTIC POOL - ORKO - In the pool, Orko sees Skeletor coming across the Bridge.

Orko looks around frantically and then spies something OS. A hand POPS out of his head with a LANTERN.

POV - ORKO - A POTION JAR - It's an ornate jar, with mystical symbols on it, about the size of a volleyball.

ON THE JAR - Orko Floats in, waggles his fingers at the Jar. It GLOWS. Orko TAKES it; FLOATS out a door. The Chamber SHIMMERS and becomes ENTRY CHAMBER (ILLUSION). CUT TO:

EXT. DRAWBRIDGE, ENTRANCE TO GRAYSKULL

Skeletor approaches, STOPS as a brave voice speaks out!

ORKO(OS)

Halt or face the Wrath of GraySkull!!

Orko floats out of the entrance, the GLOWING jar in his hands.

SKELETOR

You've got to be kidding, jester!

ON ORKO - He tries to sound as brave as he can.

ORKO

I may be a jester, but with the uh, Great Jar of Grayskull in my hand, I can easily stop you.

ON SKELETOR - He holds the Ram Stone toward Orko with both hands.

SKELETOR

Very well. You show me your magic and I'll show you mine! Vir -

ON ORKO - He WHISPERS a spell of his own, QUICKLY.

ORKO

Jasper stone/rearrange/at my word/now EXCHANGE!!!

The jar DISAPPEARS from his hand.

ON SKELETOR - He utters the last words to activate the stone.

SKELETOR

Ba-Tok Ah --

POP, The Ram Stone DISAPPEARS and the JAR APPEARS in his hands.

SKELETOR

You! You tricked me!

WIDE - SKELETOR, ORKO - The Ram Stone appears in Orko's hands.

ORKO

Yup, and now I'm gonna blast you.

He holds the Ram Stone out towards Skeletor who backs up a step.

ORKO

Ah, gleer, arock, achoo. I mean, uh vir, oclock, tra-la. Uh
Oh!

ON SKELETOR - Skeletor HOWLS; HURLS the Jar at Orko.

ON THE ENTRANCE TO GRAYSKULL - The Jar narrowly misses Orko as he floats quickly back inside.

Skeletor rushes OS after Orko. We SEE: a SHADOW moving along the drawbridge. CUT TO:

EXT. ROCKY TERRAIN - PRINCE ADAM, ZOAR

Adam is painfully crawling to the sword. ZOAR Hovers.

THE SORCERESS(VO)

Hurry Adam, hurry. Grayskull is in great danger, as is Orko.

PRINCE ADAM

(struggles)

Orko? Hold on, buddy.

Adam GRABS it, barely RAISES it, speaks with difficulty.

PRINCE ADAM

By the power of Grayskull!

TRANSFORMATION SEQUENCE - The power pours into Adam and he rises, becomes HE-MAN, fully restored.

HE-MAN

I HAVE THE POWER!!!

INT. ENTRY CHAMBER OF GRAYSKULL(ILLUSION)



Orko rushes in through an archway, heads across the floor. Skeletor strides in behind him.

SKELETOR

Give me the Stone you wretched little thief!

Orko floats into the Thingie passageway, disappears inside.

INT. - THINGIE PASSAGEWAY

Orko rushes forward. Skeletor closes as the torches go out!

SKELETOR(VO)

Ooo darkness. I'm so scared.

A BIT FURTHER DOWN THE PASSAGE - We can barely make Orko out in the dark, as he whispers down the passage.

POV- ORKO - THE THINGIE - Three yellow eyes glow in the darkness With a weird SQUAWK, the eyes rush at him.

ON ORKO - In darkness, he quickly FLOATS back toward Skeletor, the Thingie right behind him.

ORKO(VO)

Hey Skeletor, here I am!

SKELETOR - In darkness, he turns, hears the SQUAWKS coming.

SKELETOR(VO)

What -- ?

Then an ORKO shape DIVES under his legs, as three yellow eyes come at his head. We hear a sickly WHAP in the darkness, then:

SKELETOR(VO)

(muffled scream)



INT. ENTRY CHAMBER (ILLUSION)

Orko runs IN. The room SHIMMERS, becomes ENTRY CHAMBER (NORMAL) again. Skeletor STUMBLES IN, the Thingie wrapped around his head. He thrashes around the room, trying to get it off.

SKELETOR(VO)
(muffled cries)

Orko flees OS. Skeletor rips the thingie off, hurls it away. It hits a wall and VANISHES. Skeletor gasps for breath.

SKELETOR
(gasping anger)
Now where did that little wart go?

He sees the Mystic Pool. He looks in, sees: The Entrance to Grayskull. Orko's head peeks out. Skeletor smiles. CUT TO:

EXT. CASTLE GRAYSKULL ENTRANCE

Orko FLOATS out, when we SEE a SHADOW rise on the wall behind him. It TRANSFORMS to Evil-Lyn. She FIRES her staff OS.

ON ORKO - He is HIT by a magic blast. It flings him against a wall and The Stone falls from his fingers, rolls into the Abyss.

EVIL-LYN- She is aghast. She RAISES her staff, speaks a spell.

ORKO
Ouch...

She FIRES a MYSTIC BLAST DOWN, OS.

EXT. IN THE ABYSS

The blast hits a rock wall and A HAND OF ROCK forms out of a wall and CATCHES the falling Ram Stone. A beat and Evil-Lyn GYMNASTICALLY LANDS onto this hand from above. She grabs the Ram Stone, smiles.

EVIL-LYN
The things I do for family.

EXT. GRAYSKULL ENTRANCE - ORKO

TIGHT - Orko slowly floats up, dazed! A hand clamps onto him. REVEAL Skeletor, Orko in one hand, Havoc Staff in the other.

SKELETOR
Give me the Ram Stone!

ORKO
It, it fell into the Abyss.

SKELETOR
Then you are of no further use.

Skeletor draws the Havoc Staff back, when a beefy hand reaches into frame, GRABS his wrist, SQUEEZES.

SKELETOR
Aggggh!

PULL BACK to REVEAL He-Man, as Skeletor drops releases Orko.

HE-MAN
I don't like people threatening my friends.

Skeletor SWATS at He-Man. He-Man BLOCKS, lifts him overhead.

He-Man HURLS Skeletor to the other side of the Abyss.

SKELETOR
(fading out)
No. No. NOOOOO -

EXT. TERRAIN NEAR GRAYSKULL

TIGHT - A TERRORDACTYL - We HEAR OVER:

CRUNCH, he DROPS into frame beside the vehicle. He just lies there. We hear SFX:
AIR GURGLING OUT OF SKELETOR like a ghastly deflating balloon. EVER so slowly, he sits up, bones CREAKING.

EXT. ENTRANCE TO CASTLE GRAYSKULL - HE-MAN, ORKO

Orko and He-Man see Skeletor FLYING AWAY from Grayskull. There's a BURST of MAGIC EFX nearby. The Sorceress appears with BattleCat. He moves to He-Man's side; The Sorceress goes to Orko.

THE SORCERESS



You saved Grayskull today Orko. It will be a proud memory to take back to Trolla with you.

HE-MAN

Back to Trolla? What does she mean Orko?

ORKO

I kind of, uh, asked The Sorceress to send me home. But I've changed my mind. If that's okay with you, Sorceress.

THE SORCERESS

With Skeletor threatening Grayskull we need you and He-Man more than ever.

Orko goes into aw-shucks, mode, smiles all around. CUT TO:

INT. SKELETOR'S THRONE ROOM - NIGHT

Skeletor, with a broken staff, is surrounded by bruised, battered minions (everyone except Evil-Lyn). He rages!

SKELETOR

Idiots! COWARDS! Your failure cost me Grayskull.

IN THE SHADOWS - EVIL-LYN - She is watching from hiding. A broad smile crosses her face.

CUT TO:

INT. TEMPLE OF THE RAM STONE - NIGHT

The Faceless One enters, NOTICES something. FOLLOW as he drifts to THE ALTAR. The Ram Stone is there and a note <<we don't actually see the text>>. He reads it.

EVIL-LYN(VO)

"Skeletor will trouble you no more."

THE FACELESS ONE(VO)

Perhaps there's hope for you yet. My daughter.

He touches the Ram Stone.

CUT TO:



EXT. ROYAL PALACE - LATER THAT NIGHT

He-Man, Man-At-Arms and Orko LIFT the last Fallen Statue into place. They step back to admire it.

PANORAMA - A fully-restored row of statues.

ORKO

Ta-Da... and that's how you make a stone dragon!
Everybody makes mistakes, but your friends appreciate
who you are even when you mess up!

WIDE - ALL - He-Man and Orko nod agreement.

RAM MAN

Ah Orko, you sure that Dragons made outta stone?

ORKO

Oh oh, Yiiii... See you next time... I hope!

On Orko smiling proudly we

FADE OUT

THE END

